

**IN THE UNITED STATES DISTRICT COURT  
FOR THE MIDDLE DISTRICT OF TENNESSEE  
NASHVILLE DIVISION**

<b>EDGEAQ, LLC,</b>	§	
	§	
Plaintiff,	§	
	§	No. 3:14-cv-02264
v.	§	
	§	Judge Todd J. Campbell
<b>WTS PARADIGM, LLC,</b>	§	
	§	Magistrate Judge E. Clifton Knowles
Defendant.	§	

**DECLARATION OF JOEL FIELDS**

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I, Joel Fields, hereby declare as follows:

1. I am the Chief Financial Officer for WTS Paradigm, LLC, Defendant in the above-captioned case ("WTS"). Unless otherwise stated, I have knowledge of all facts set forth in this declaration, and I would, and could, testify competently thereto if called upon to do so.

2. I submit this declaration in support of Defendant's Renewed Motion to Stay the Proceedings Pending Covered Business Method Patent Review and in support of Defendant's Motion To Dismiss Plaintiff's First Amended Complaint for Lack of Personal Jurisdiction or, in the Alternative, to Transfer Pursuant to 28 U.S.C. § 1404(a) or, in the Alternative, to Dismiss Counts IV and V for Failure to State a Claim, filed concurrently with this declaration.

3. WTS is a Wisconsin limited liability company with its current principal place of business at 1600 Aspen Commons, Suite 500, Middleton, WI 53562. WTS will move to its new offices located at 1850 Deming Way, Suite 120, Middleton, WI 53562 on January 12, 2015.

4. Middleton, Wisconsin is located in the Western District of Wisconsin, less than 30 minutes from the federal courthouse. Middleton, WI is over 600 miles from the federal courthouse in the United States District Court for the Middle District of Tennessee.

5. WTS is registered to do business in Wisconsin, as well as Colorado, Massachusetts, Missouri, and West Virginia.

6. WTS maintains its sole office in Middleton, Wisconsin.

7. WTS designs and sells software systems for arranging, displaying, manufacturing, and selling building products, including the accused CenterPoint System.

8. WTS first sold Proshape, a predecessor of the accused CenterPoint system, in or around August 1999.

9. WTS employs 109 individuals, 96 of whom work in WTS's Middleton, Wisconsin office.

10. WTS employs 13 individuals that work outside of WTS's Middleton, Wisconsin office, 7 of whom work outside of Wisconsin, but none of whom work in Tennessee.

11. WTS's employees include software developers, technical specialists, and sales people, all of whom work on the accused CenterPoint System as a regular part of their employment.

12. The majority of WTS's current employees who work or have worked on the accused CenterPoint System work in WTS's Middleton, Wisconsin office. All WTS personnel who interacted with VMH Software and Stephen Cork work in WTS's Middleton, Wisconsin office.

13. All of the documentation in WTS's possession related to the development, functionality, marketing, distribution, and sales of the accused CenterPoint system is located in

WTS's Middleton, Wisconsin office and/or is stored on servers located in or accessed from Wisconsin. All of the documentation in WTS's possession related to its interaction with VMH Software and Stephen Cork is located in WTS's Middleton, Wisconsin office and/or is stored on servers located in or accessed from Wisconsin. WTS uses some third-party services, such as Amazon's EC2 server for development and testing.

14. WTS maintains no corporate or other offices in Tennessee and is not, and has never been, registered to do business in Tennessee.

15. WTS has no manufacturing plants, no distribution facilities, and no sales offices in Tennessee.

16. WTS has no current employees, distributors, or sales representatives residing or working in Tennessee.

17. WTS does not own, rent, lease, or occupy any real or personal property in Tennessee.

18. WTS does not specifically target the Tennessee market through print, television, radio, or Internet advertising.

19. WTS does not attend, and has not attended, trade shows or exhibitions as a vendor in Tennessee.

20. WTS does not proactively solicit sales in Tennessee. WTS may have sales leads in Tennessee that WTS may pursue.

21. Upon information and belief, WTS is not listed in any telephone, business, or other informational directory in Tennessee.

22. WTS has never attempted to avail itself of the laws and privileges of the State of Tennessee and has never anticipated being sued in Tennessee.

23. WTS has no registered agent or other agent for service of process residing or working in Tennessee.

24. WTS has never paid income taxes to the State of Tennessee.

25. WTS maintains a website that generally promotes WTS's software and does not direct advertising toward any one region or state.

26. WTS's website does not contain an interactive order form.

27. WTS's website lists two phone numbers under the "Contact" page, a toll free 1-800 number and a local Wisconsin number.

28. WTS's website includes a form to send an electronic message to WTS's sales team.

29. WTS sells its software directly to customers.

30. WTS sells its software to retail chain customers (*e.g.*, The Home Depot), who then distribute the software under a sublicense to their various stores as they deem appropriate.

31. WTS sells its software to manufacturer customers (*e.g.*, Pella), who then distribute the software under a sublicense to their various dealers as they deem appropriate.

32. WTS and its retail chain and manufacturer customers maintain arms-length relationships.

33. None of WTS's retail chain or manufacturer customers purchase WTS's software from locations in Tennessee. These customers are in the business of selling building products, not software.

34. WTS does not ship any of its software to its retail chain or manufacturer customers' stores or dealers.

35. WTS's software is downloaded from servers via the Internet.

36. WTS had a single customer in Tennessee, MGM Industries, that ceased being a customer in December 2013.

37. Some of WTS's software sold to customers in states other than Tennessee may have been installed in stores or other locations in Tennessee. WTS did not assist in the distribution of this software into Tennessee.

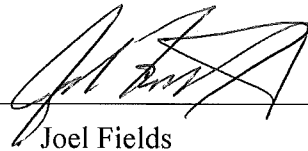
38. WTS has not established a distribution channel for its software that includes Tennessee.

39. Approximately 100 WTS employees have information about the accused CenterPoint System's development, functionality, marketing, distribution, and sales. The majority of these employees work in WTS's Middleton, Wisconsin office.

40. WTS is amendable to process from the Western District of Wisconsin.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

February 10, 2015

  
Joel Fields

**CERTIFICATE OF SERVICE**

I hereby certify that on February 11, 2015, I electronically filed the foregoing with the Clerk of Court using the Court's CM/ECF system, which will send notification of such filing to all counsel of record.

*s/ Anthony A. Tomaselli*